

**HOBOKEN MUNICIPAL HOSPITAL AUTHORITY
BOARD OF DIRECTORS
SPECIAL CLOSED EXECUTIVE SESSION MEETING MINUTES**

LOCATION: Hoboken University Medical Center, Hoboken, NJ (Assumption Hall)

DATE/TIME: Wednesday, April 14, 2010 – 7:12 p.m.

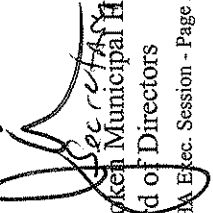
PRESENT:
Annette Tomarazzo, Chair
E. Norman Wilson, Vice Chair
Tejal Desai
Alfred O. Fayemi, MD
Spiros Hatiras
Joseph M. Kozel, MD
Kevin Kramer
Eric Kurta
Jonathan Metsch, *as Proxy for Mayor Zimmer*
Steven Rofsky

ALSO PRESENT:
Andrew Aronson, Esq., Gluck Walrath, LLP
Vincent Riccitelli, Acting CFO
George Crimmins, Executive Director
Stephen Fillebrown, NJHCFFA (*via teleconference*)

<u>ITEM</u>	<u>DISCUSSION</u>	<u>ACTION/FOLLOW-UP</u>
CALL TO ORDER	<p>Chair Tomarazzo called the session to order at 7:12p.m.</p> <p>Chair Tomarazzo presented two issues:</p> <ol style="list-style-type: none"> 1) The suggestion that Commissioner Hatiras not participate in this Closed Session because the candidates for special counsel may give the Authority advice that may be contrary to the Management Company. 2) Need to agree on a process for selection of the special counsel, i.e. take a vote to see if the Authority is ready to vote and if so, take a ballot and continue taking a ballot until a majority vote is identified for one candidate. <p>Commissioner Hatiras said his understanding for this special meeting was to interview candidates and select a special counsel, and that there should not be any advice from the candidates that would create a conflict situation between the Authority and the Management Company. As a Commissioner of this Authority as stated in the legislature that created the HMHA, he will remain during closed session. He added he is not the cause of the impasse and will seek legal counsel if necessary. He added there was ample time to discuss parameters for this meeting before today.</p> <p>Mr. Aronson will advise the candidates not to make recommendations or present advice that may create an adverse situation between the Authority and the Management Company.</p>	

<u>ITEM</u>	<u>DISCUSSION</u>	<u>ACTION/FOLLOW-UP</u>
CANDIDATE INTERVIEWS	<p>Individual interviews/Q&A of the five firms followed:</p> <ol style="list-style-type: none"> 1) Cole, Schotz, Meisel, Forman & Leonard, PA - Michael D. Sirota, Gerry Gline 2) McDermott, Will & Emery - William P. Smith 3) Lowenstein Sandler, PC - Kenneth A. Rosen, Mary Seymour, Cassandra Porter 4) Proskauer Rose, LLP - Richard Zall, Monte Dube 5) Drinker, Biddle & Reath, LLP - Robert K. Malone, Doug Swill, Frank Velocci 	
DISCUSSION	<p>Commissioner Wilson left the meeting at approximately 11:00p.m.</p> <p>Chair Tomarazzo said there are two options: 1) take a vote tonight; or 2) if anyone has questions that potentially conflict with the Management Company, ask those questions and not take a vote tonight. She added that a special HMHA meeting will need to take place to vote for special counsel if necessary and to pass the HMHA 2010 Budget as requested by DCA. The potential date identified is Thursday, April 22, 2010.</p> <p>Discussion followed on the Commissioners' readiness to cast a vote tonight on the selection of special counsel. Chair Tomarazzo said the Authority would be voting on a team to provide the right guidance to the Authority in identifying the right strategic opportunities for this hospital. It was noted the Authority would vote for one special counsel and if necessary select a second as back up. Commissioner Hatiras requested to express his opinion on the firms interviewed; Chair Tomarazzo denied Commissioner Hatiras his request.</p> <p>Vote for Special Counsel was taken by closed ballot; Mr. Aronson counted the votes.</p> <ul style="list-style-type: none"> • Lowenstein Sandler, LLC received 4 votes • Drinker, Biddle & Reath received 2 votes • The firms of Cole, Schotz, Meisel, Forman & Leonard and Proskauer Rose each received one vote <p>Commissioner Kurta suggested the Commissioners be provided time to discuss the outcome of the vote and to possibly take a second vote to ensure everyone is agreement. Chair Tomarazzo said the closed ballot process to identify the first and second place winner was conducted as previously agreed to by the Commissioners and taking another vote is not necessary.</p> <p>Chair Tomarazzo, Commissioners Kramer, Desai, Rofsky and Mr. Aronson will meet with the Lowenstein Sandler firm to ensure they are interested in this engagement.</p> <p>Commissioner Desai said she would like the Finance Committee to meet on the Budget before it is presented at the Special HMHA meeting on Thursday, April 22, 2010.</p> <p>The Closed Session ended at 1:14a.m.</p>	

Respectfully submitted



Secretary
Hoboken Municipal Hospital Authority
Board of Directors